

0100788029

TRINITY INDUSTRIES LEASING COMPANY

A Subsidiary of Trinity Industries, Inc.



14515-QR, S+T

1995 11 AM

September 25, 1995

LICENSING BRANCH

SEP 25 11 40 AM '95

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Recordation, Room 2311

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 3)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Sixth Supplement to Equipment Trust Agreement, a primary document, dated as of September 25, 1995, between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A. (formerly NCNB Texas National Bank), as Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated September 25, 1995, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 25, 1995, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 25, 1995, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

Counterparts - Michael Peters

The enclosed Sixth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of December 15, 1984 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 14515 on December 27, 1984, along with an Assignment and Bill of Sale under Recordation Nos. 14545-A and 14545-B, respectively; the First Supplement to Equipment Trust Agreement dated as of November 20, 1989 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 14515-F on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 14515-E and 14515-G, respectively; the Second Supplement to Equipment Trust Agreement dated as of August 30, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 14515-I on September 1, 1993 along with an Assignment and Bill of Sale under Recordation Nos. 14515-J and 14515-K, and the Fifth Supplement to Equipment Trust Agreement dated as of March 17, 1995, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 14515-M on March 21, 1995, along with Assignment and Bill of Sale under Recordation Nos. 14515-N & 14515-O, respectfully., respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to Eighty One (81) railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 901 Main Street, Dallas, Texas 75202.

The railroad equipment covered by the Sixth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$84.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Sixth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Sixth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Sixth Supplement to Equipment Trust Agreement, a primary document, dated as of September 25, 1995, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering Thirty Seven (37) railroad cars, and (ii) Assignment, a primary document, dated September 25, 1995, between the Company (as Assignor), and the Bank, as Trustee, and covering Thirty Seven (37) railroad cars.

- (b) Secondary Documents. Bill of Sale, a secondary document, dated September 25, 1995, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Sixth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated September 25, 1995, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of December 15, 1984 referred to above.

Very truly yours,

A handwritten signature in cursive script, reading "Alice D. Buchanan".

Alice D. Buchanan
Paralegal

RAF:ps

Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

9/25/95

Office Of The Secretary

Alice D. Buchanan
Trinity Industries Leasing Company
2705 S. State Street
P. O. Box 548
Chicago Heights, IL., 60411

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/25/95 at 11:50AM, and assigned recordation number(s). 14515-Q, R, S and T, 15195-U, V, W and X, 16017-XX, YY, ZZ and AAA, 17848-J, K, L and M, 18975-N, O, P and Q, 18275-G.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100788027)
(0100788028)
(0100788029)
(0100788030)
(0100788031)
(0100788032)

\$ 441.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

14515-7
1995-09-25 AM

BILL OF SALE

NATIONSBANK OF TEXAS, N.A.,
AS SUCCESSOR TRUSTEE
TO

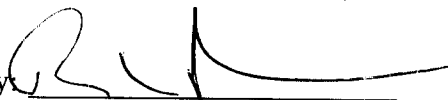
TRINITY INDUSTRIES LEASING COMPANY

NationsBank of Texas, N.A. (formerly known as NCNB Texas National Bank), as Successor Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 4.05(a) of that certain Equipment Trust Agreement dated as of December 15, 1984 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated September 25, 1995, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the Eighty One (81) railcars (the "Trust Equipment") described on Exhibit A hereto covered by the following Railroad Car Lease Agreements: Nine (9) railcars covered by the existing Lease Agreement dated September 28, 1979, between Trinity Industries Leasing Company and Conoco, Inc.; Eighteen (18) railcars covered by existing Lease Agreement dated September 19, 1980, between Trinity Industries Leasing Company and Louisiana-Pacific Corporation; Four (4) railcars covered by the existing Lease Agreement dated February 16, 1982, between Trinity Industries Leasing Company and Phelps Dodge Corporation; Ten (10) railcars covered by the existing Lease Agreement dated April 24, 1979, between Trinity Industries Leasing Company and Bunge Corporation; Two (2) railcars covered by the existing Lease Agreement dated July 15, 1988, between Trinity Industries Leasing Company and Olin Corporation (Partial Rider 3); and Thirty Eight (38) railcars covered by the existing Lease Agreement dated February 18, 1991, between Trinity Industries Leasing Company and Tennessee Eastman Company, Division of Eastman Kodak Company (Partial Rider 4), together with all right, title and interest of the Trustee in and to any and all existing leases or subleases in respect of the Trust Equipment as described on Exhibit B hereto (the "Existing Leases").

The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, NationsBank of Texas, N.A. as such successor trustee has caused this Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, this 25th day of September, 1995.

NATIONSBANK OF TEXAS, N.A.

By 
Vice President

Attest:


Assistant Vice President

STATE OF TEXAS

§
§
§

COUNTY OF DALLAS

On this 25th day of September, 1995, before me personally appeared Robert Patterson, to me personally known, who being by me duly sworn, says that he is the Vice President of NationsBank of Texas, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Alice D. Buchanan
Signature of Notary Public

My Commission Expires:

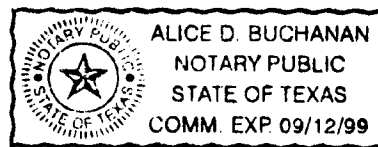


EXHIBIT A

1. Railroad Car Lease Agreement, dated September 28, 1979, between Trinity Industries Leasing Company and Conoco, Inc. covering the following described railroad cars:

<u>NUMBER OF CARS</u>	<u>TYPE</u>	<u>CAR NUMBERS</u>
9	34,000 gallon 112J340W Tank Cars	TILX300401,300403,300404 300408,300413,300415, 300417,300421,300423

2. Railroad Car Net Lease Agreement, dated September 19, 1980, between Trinity Industries Leasing Company and Louisiana-Pacific Corporation covering the following described railroad cars:

<u>NUMBER OF CARS</u>	<u>TYPE</u>	<u>CAR NUMBERS</u>
18	13,500 gallon 111A100W3 Tank Cars	TIMX135000-135017

3. Railroad Car Lease Agreement, dated February 16, 1982, between Trinity Industries Leasing Company and Phelps Dodge Corporation covering the following described railroad cars:

<u>NUMBER OF CARS</u>	<u>TYPE</u>	<u>CAR NUMBERS</u>
4	13,630 gallon 111A100W2 Tank Cars	TILX100040,100042-10004

4. Railroad Car Lease Agreement, dated April 24, 1979, between Trinity Industries Leasing Company and Bunge Corporation covering the following described railroad cars:

<u>NUMBER OF CARS</u>	<u>TYPE</u>	<u>CAR NUMBERS</u>
10	4,750 cu. ft. Covered Hopper Cars	TILX510991,510994,511209 511213,511229,511268 511283,511287,511309 511345

5. Railroad Car Lease Agreement, dated July 15, 1988 between Trinity Industries Leasing Company and Olin Corporation covering the following described railroad cars (Partial Rider 3):

NUMBER OF CARS

2

TYPE

4,750 cu. ft. Covered
Hopper Cars

CAR NUMBERS

TILX511947,511978

6. Railroad Car Lease Agreement, dated February 18, 1991 between Trinity Industries Leasing Company and Tennessee Eastman Company, Division of Eastman Kodak Company, covering the following described railroad cars (Partial Rider 4):

NUMBER OF CARS

38

TYPE

5,851 cu. ft. Covered
Hopper Cars

CAR NUMBERS

TILX059137-059174

**EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT**

<u>QUANTITY AND TYPE</u>	<u>CLASS</u>	<u>CAPACITY</u>	<u>INITIALED CAR NUMBERS</u>	<u>EARLIEST SERVICE</u>
9 Tank Cars	112J340W	34,000 gallon	TILX300401,300403,300404 300408,300413,300415 300417,300421,300423	07/80
18 Tank Cars	111A100W3	13,500 gallon	TIMX135000-135017	02/81
4 Tank Cars	111A100W2	13,630 gallon	TILX100040,100042-100044	01/82
10 Hopper Cars	LO	4,750 cu.ft.	TILX510991,510994,511209 511213,511229,511268 511283,511287,511309 511345	09/80
2 Hopper Cars	LO	4,750 cu.ft.	TILX511947,511978	08/81
38 Hopper Cars	LO	5,851 cu.ft.	TILX059137-059174	05/93

SERIES 3

EXHIBIT C
DESCRIPTION OF TRUST EQUIPMENT

<u>QUANTITY AND TYPE</u>	<u>CLASS</u>	<u>CAPACITY</u>	<u>INITIALED CAR NUMBERS</u>	<u>EARLIEST SERVICE</u>
9 Tank Cars	112J340W	34,000 gallon	TILX300401,300403,300404 300408,300413,300415 300417,300421,300423	07/80
18 Tank Cars	111A100W3	13,500 gallon	TIMX135000-135017	02/81
4 Tank Cars	111A100W2	13,630 gallon	TILX100040,100042-100044	01/82
10 Hopper Cars	LO	4,750 cu.ft.	TILX510991,510994,511209 511213,511229,511268 511283,511287,511309 511345	09/80
2 Hopper Cars	LO	4,750 cu.ft.	TILX511947,511978	08/81
38 Hopper Cars	LO	5,851 cu.ft.	TILX059137-059174	05/93